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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

vs.

MARK LESLIE, et al.,

Defendants.

Civil Action No. C 07-3444 JF

**[PROPOSED] ORDER APPOINTING
TAX ADMINISTRATOR**

The Court having reviewed the Securities and Exchange Commission's motion to appoint
Damasco & Associates as Tax Administrator, and for good cause shown;

IT IS HEREBY ORDERED:

1. Damasco & Associates is appointed as Tax Administrator to execute all income tax
reporting requirements, including the preparation and filing of tax returns, with respect to funds
under this Court's jurisdiction in this case (the "Settlement Fund").

2. Damasco & Associates shall be designated the administrator of the Settlement Fund, pursuant
to section 468B(g) of the Internal Revenue Code (IRC), 26 U.S.C. § 468B(g), and related regulations,

1 and shall satisfy the administrative requirements imposed by those regulations, including but not limited
2 to (a) obtaining a taxpayer identification number, (b) filing applicable federal, state, and local tax returns
3 and paying taxes reported thereon out of the Settlement Fund, and (c) satisfying any information,
4 reporting, or withholding requirements imposed on distributions from the Settlement Fund. The Tax
5 Administrator shall contemporaneously provide copies of all such filings to the Commission's
6 counsel of record.

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8 3. The Tax Administrator shall, at such times as the Tax Administrator deems necessary to
9 fulfill the tax obligations of the Settlement Fund, request that the Commission's counsel of record file
10 with the Court a motion, supported by the Tax Administrator's declaration of the amount of taxes due,
11 to transfer funds from the Settlement Fund on deposit with the Court to pay any tax obligations of the
12 Settlement Fund.

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14 4. The Tax Administrator shall be entitled to charge reasonable fees for tax compliance services
15 and related expenses in accordance with its agreement with the Commission. The Tax Administrator
16 shall, at such times as the Tax Administrator deems appropriate, submit a declaration of fees and
17 expenses to the Commission's counsel of record for submission to the Court for approval and for
18 payment from the Settlement Fund. No fees or expenses may be paid absent the Court's prior approval.
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2 5. At least ten (10) days before any motion to pay fees and expenses is filed with the Court, the
3 Tax Administrator shall provide the Commission counsel of record with a draft of the supporting
4 declaration for review. If the Commission has any corrections or objections to the declaration, the Tax
5 Administrator and the Commission's counsel shall attempt to resolve them on a consensual basis. If a
6 consensual resolution is not reached, the Commission may submit with the motion any objections along
7 with the Tax Administrator's response thereto.
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9 SO ORDERED.
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12 Dated: _____
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15 JEREMY FOGEL
16 United States District Judge
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